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Exhibit A
[PROPOSED] Order

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*Proposed Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Company
☒ Affects both Debtors

** All papers shall be filed in the Lead
Case, No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**[PROPOSED] ORDER PURSUANT TO 11
U.S.C. § 327 AUTHORIZING
EMPLOYMENT AND RETENTION OF
PRIME CLERK LLC AS ADMINISTRATIVE
ADVISOR NUNC PRO TUNC TO THE
PETITION DATE**

1 Upon the Application dated _____, 2019 (the “**Section 327 Application**”),¹ of PG&E
2 Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and
3 debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases
4 (the “**Chapter 11 Cases**”), for entry of an order, pursuant to section 327 of title 11 of the United States
5 Code (the “**Bankruptcy Code**”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the
6 “**Bankruptcy Rules**”), appointing Prime Clerk LLC (“**Prime Clerk**”) as administrative advisor to the
7 Debtors (“**Administrative Advisor**”) *nunc pro tunc* to the Petition Date, all as more fully described in
8 the Section 327 Application; and this Court having jurisdiction to consider the Section 327 Application
9 and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Order Referring*
10 *Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 and Rule 5011-1(a) of the
11 Bankruptcy Local Rules for the United States District Court for the Northern District of California (the
12 “**Bankruptcy Local Rules**”); and consideration of the Section 327 Application and the requested relief
13 being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court
14 pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Section 327 Application
15 having been provided to the parties listed therein, and it appearing that no other or further notice need
16 be provided; and this Court having reviewed the Section 327 Application and the Waisman Declaration;
17 and upon the record of the Hearing (if any was held) and all of the proceedings had before the Court;
18 and this Court having found and determined that the relief sought in the Section 327 Application is in
19 the best interests of the Debtors, their estates, creditors, shareholders, and all parties in interest; and that
20 the legal and factual bases set forth in the Section 327 Application establish just cause for the relief
21 granted herein; and after due deliberation and sufficient cause appearing therefor,

22 IT IS HEREBY ORDERED THAT:

- 23
- 24 1. The Section 327 Application is approved as set forth in this Order.
 - 25 2. The Debtors are authorized, pursuant to section 327(a) of the Bankruptcy Code and
26 Bankruptcy Rule 2014, to employ and retain Prime Clerk as Administrative Advisor, effective *nunc pro*

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28 ¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Application

1 *tunc* to the Petition Date under the terms of the Engagement Agreement, and Prime Clerk is authorized
2 to perform the bankruptcy administration services described in the Section 327 Application and set forth
3 in the Engagement Agreement.

4 3. Prime Clerk is authorized to take such other action to comply with all duties set forth in
5 the Section 327 Application.

6 4. Prime Clerk shall apply to the Court for allowance of compensation and reimbursement
7 of expenses incurred after the Petition Date in accordance with sections 330 and 331 of the Bankruptcy
8 Code, and the applicable Bankruptcy Rules, Bankruptcy Local Rules, Fee Guidelines, and any Orders
9 entered in these Chapter 11 Cases regarding professional compensation and reimbursement of expenses.

10 5. The Debtors shall indemnify Prime Clerk under the terms of the Engagement Agreement,
11 as modified pursuant to this Order.

12 6. Prime Clerk shall not be entitled to indemnification, contribution or reimbursement
13 pursuant to the Engagement Agreement for services other than the services provided under the
14 Engagement Agreement, unless such services and the indemnification, contribution or reimbursement
15 therefor are approved by the Court.

16 7. Notwithstanding anything to the contrary in the Engagement Agreement, the Debtors
17 shall indemnify, defend and hold harmless Prime Clerk and its members, officers, employees,
18 representatives and agents under certain circumstances specified in the Engagement Agreement, except
19 in circumstances resulting solely from Prime Clerk's negligence, gross negligence, or willful misconduct
20 or as otherwise provided in the Engagement Agreement.

21 8. If, before the earlier of (i) the entry of an order confirming a chapter 11 plan in these
22 Chapter 11 Cases (that order having become a final order no longer subject to appeal), or (ii) the entry
23 of an order closing these Chapter 11 Cases, Prime Clerk believes that it is entitled to the payment of any
24 amounts by the Debtors on account of the Debtors' indemnification, contribution and/or reimbursement
25 obligations under the Engagement Agreement (as modified by this Order), including the advancement
26 of defense costs, Prime Clerk must file an application therefor in this Court, and the Debtors may not
27 pay any such amounts to Prime Clerk before the entry of an order by this Court approving the
28 payment. This paragraph is intended only to specify the period of time under which the Court shall have

1 jurisdiction over any request for fees and expenses by Prime Clerk for indemnification, contribution or
2 reimbursement, and not a provision limiting the duration of the Debtors' obligation to indemnify Prime
3 Clerk. All parties in interest shall retain the right to object to any demand by Prime Clerk for
4 indemnification, contribution or reimbursement.

5 9. The limitation of liability section in paragraph 10 of the Engagement Agreement is
6 deemed to be of no force or effect with respect to the services to be provided pursuant to this Order.

7 10. The Debtors and Prime Clerk are authorized to take all actions necessary to effectuate the
8 relief granted pursuant to this Order in accordance with the Section 327 Application.

9 11. Notwithstanding any term in the Engagement Agreement to the contrary, the Court retains
10 jurisdiction with respect to all matters arising from or related to the implementation of this Order.

11 12. Notwithstanding any provision in the Bankruptcy Rules to the contrary, this Order shall
12 be immediately effective and enforceable upon its entry.

13 13. In the event of any inconsistency between the Engagement Agreement, the Section 327
14 Application and the Order, the Order shall govern.

15 ** END OF ORDER **
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